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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 2760  
(ASHLAND INCORPORATED)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), Delphi Mechatronic Systems, Inc. ("Mechatronic"), and Delphi Connection Systems ("DCS"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Ashland Incorporated ("Ashland") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 2760 (Ashland Incorporated) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on April 25, 2006, Ashland filed proof of claim number 2760 (the "Claim") against Delphi, asserting an unsecured non-priority claim in the amount of \$262,636.04, stemming from goods sold or services provided.

WHEREAS, on December 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Or Amended Claims, (B) Claims Not Reflected On Debtors Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, And Claim Subject To Modification That Is Subject To Prior Order (Docket No. 11588) (the "Twenty-Fourth Omnibus Claims Objection").

WHEREAS, on January 18, 2008, Ashland filed the Response Of Ashland, Inc. To Debtors' Twenty-Fourth Omnibus Claims Objection (Docket No. 12255) (the "Response").

WHEREAS, pursuant to this Joint Stipulation, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$232,816.78,

Mechatronic in the amount of \$1,672.00, and DCS in the amount of \$1,084.86, for an aggregate amount of \$235,573.64.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Ashland stipulate and agree as follows:

1. The Claim shall be treated as an allowed general unsecured non-priority claim and allowed in the amount of \$235,573.64, of which \$232,816.78 shall be allowed against the estate of DAS LLC, \$1,672.00 shall be allowed against the estate of Mechatronic, and \$1,084.86 shall be allowed against the estate of DCS.

2. Allowance and payment, pursuant to a confirmed plan of reorganization, of the Claim is in full satisfaction of the Claim and Ashland, on its own behalf and on behalf of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of its former, current, and future officers, directors, owners, employees, and other agents (the "Ashland Releasing Parties"), hereby waives any and all rights to assert, against any and all of the Debtors, that the Claim is anything but a prepetition general unsecured non-priority claim against DAS LLC, Mechatronic, and DCS in the respective amounts set forth in paragraph 1 of this Joint Stipulation. The Ashland Releasing Parties further release and waive any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or

suspected at this time, which relate to the Claim or which the Ashland Releasing Parties have, ever had, or hereafter shall have against the Debtors based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Petition Date.

3. Ashland's Response to the Twenty-Fourth Omnibus Claims Objection is hereby deemed resolved.

So Ordered in New York, New York, this 24th day of July, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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